 The nationwide boxcar pool

Patrick B. Loftus
Assistant General Counsel

RAILBOX COMPANY

101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3838
FAX (312) 984-3790

November 12, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 11975-F FILED

NOV 19 '99

3-00PM

Dear Mr. Williams:

Railbox Company Lease 13

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a release and termination statement, a "secondary document", dated as of January 1, 1999. The primary document to which this is related is the Conditional Sale Agreement dated as of May 1, 1980, filed with the Interstate Commerce Commission and assigned recordation number 11975. This document also relates to a secondary document, the Agreement and Assignment dated as of May 1, 1980, filed with the Interstate Commerce Commission and assigned recordation number 11975-A.

The names and addresses of the parties to the primary document are as follows:

Original vendee, trustee

The Connecticut Bank and Trust Company, National Association
One Constitution Plaza
Hartford, Connecticut 06115

Successor vendee, trustee

State Street Bank and Trust Company
Two International Place
Boston, Massachusetts 02110

Original assignee, agent

Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21203

November 12, 1999

Successor assignee, agent

The Bank of New York
101 Barclay Street
New York, New York 10286

This document also relates to another secondary document, the Assignment of Lease and Agreement dated as of May 1, 1980, filed with the Interstate Commerce Commission and assigned recordation number 11975-C.

Lessee

Railbox Company
101 North Wacker Drive
Chicago, Illinois 60606.

Original lessor, assignor, trustee

The Connecticut Bank and Trust Company, National Association
One Constitution Plaza
Hartford, Connecticut 06115

Successor lessor, assignor, trustee

State Street Bank and Trust Company
Two International Place
Boston, Massachusetts 02110

Original assignee, agent

Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21203

Successor assignee, agent

The Bank of New York
101 Barclay Street
New York, New York 10286

The recordation fee of \$26.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the Board's recordation data, to the undersigned at the above address.

November 12, 1999

A short summary of the document for use in the index follows:

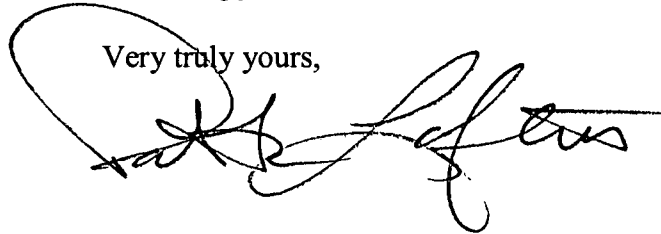
Release and Termination Statement dated as of January 1, 1999, by The Bank of New York, successor to Mercantile-Safe Deposit and Trust Company, as agent, terminating the following agreements:

Conditional Sale Agreement dated as of May 1, 1980, among The Connecticut Bank and Trust Company, as Owner-Trustee, and FMC Corporation, ACF Industries, Incorporated, and Paccar Inc., and Agreement and Assignment dated as of May 1, 1980, among FMC Corporation, ACF Industries, Incorporated, and Paccar Inc., and Mercantile-Safe Deposit and Trust Company, as agent, recorded with the Interstate Commerce Commission on July 9, 1980, and assigned recordation numbers 11975 and 11975-A, respectively; and

Assignment of Lease and Agreement dated as of May 1, 1980, between The Connecticut Bank and Trust Company, as Owner-Trustee, and Mercantile-Safe Deposit and Trust Company, as agent, recorded with the Interstate Commerce Commission on July 9, 1980, and assigned recordation number 11975-C.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. L. Lefter", is written over the closing "Very truly yours,". The signature is fluid and cursive, with a large loop at the beginning and a long, sweeping tail.

RELEASE AND TERMINATION STATEMENT
CONDITIONAL SALE AGREEMENT
LEASE 13

RECORDATION NO.

11975-F
FILED

NOV 19 '99

3-00PM

RELEASE AND TERMINATION STATEMENT dated as of January 1, 1999, by THE BANK OF NEW YORK, a New York banking corporation, not in its individual capacity but solely as agent (hereinafter called the **Agent**) for certain investors pursuant to the **Finance Agreement** (hereinafter so called) dated as of May 1, 1980, among Mercantile-Safe Deposit and Trust Company (predecessor to The Bank of New York as such agent), The Connecticut Bank and Trust Company, as trustee (hereinafter called the **Owner Trustee**), and the Investors named in Schedule A thereto.

WHEREAS the Owner Trustee is the vendee and FMC Corporation, ACF Industries, Incorporated, and Paccar Inc. are the vendors of certain railroad equipment under that certain **Conditional Sale Agreement** (hereinafter so called) of even date with the Finance Agreement;

WHEREAS the said vendors have assigned the indebtedness of the Owner Trustee under the Conditional Sale Agreement to Mercantile-Safe Deposit and Trust Company, acting as agent under the Finance Agreement, pursuant to an **Agreement and Assignment** (hereinafter so called) of even date with the Conditional Sale Agreement;

WHEREAS the Conditional Sale Agreement and the Agreement and Assignment have been filed and recorded with the Interstate Commerce Commission and assigned recordation numbers 11975 and 11975-A, respectively;

WHEREAS the Owner Trustee has leased the equipment covered by the Conditional Sale Agreement and the Agreement and Assignment to Railbox Company pursuant to the **Lease of Railroad Equipment** (hereinafter so called) of even date with the Conditional Sale Agreement;

WHEREAS the Owner Trustee has assigned certain obligations of Railbox Company under the Lease of Railroad Equipment to Mercantile-Safe Deposit and Trust Company, acting as agent under the Finance Agreement, pursuant to an **Assignment of Lease and Agreement** (hereinafter so called) of even date with the Lease of Railroad Equipment;

WHEREAS the Assignment of Lease and Agreement has been filed and recorded with the Interstate Commerce Commission and assigned recordation number 11975-C;

WHEREAS pursuant to the **Stock Pledge Agreement** (hereinafter so called) dated as of January 1, 1984, by and between Trailer Train Company and Mercantile-Safe Deposit and Trust Company, as

Lender Trustee, as agent for the Agent and certain other trustees and agents, Trailer Train Company pledged to Mercantile-Safe Deposit and Trust Company, as Lender Trustee, all of the issued and outstanding capital stock of Railbox Company; and


WHEREAS The Bank of New York has succeeded Mercantile-Safe Deposit Trust Company as Agent under the Finance Agreement and, in such capacity, as assignee under the Agreement and Assignment and the Assignment of Lease and Agreement, and as Lender Trustee under the Stock Pledge Agreement.

NOW, THEREFORE, the Agent does hereby declare all amounts due pursuant to the Conditional Sale Agreement fully paid, does hereby release to the Owner Trustee all of its interests in the units of equipment subject to the Conditional Sale Agreement and all of its interests in and to the Lease, and does hereby release the Agent's interests in the securities pledged under and pursuant to the Stock Pledge Agreement.

The Agent agrees to execute and deliver such releases, termination statements and other instruments of further assurance, prepared by Railbox Company, to show for the public record the release and termination of interests contemplated hereby.


IN WITNESS WHEREOF, the Agent has caused this release and termination statement to be executed by its officer thereunto duly authorized as of the date first above written.

THE BANK OF NEW YORK, not in its
individual capacity but solely as
Agent,

by 

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 12th day of January, 1999, before me personally appeared Thomas Zakrzewski, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of THE BANK OF NEW YORK, that the foregoing instrument was signed on behalf of said bank on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.


Notary Public

[Notarial Seal]
My commission expires

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 2000